

MISSOURI-KANSAS-TEXAS RAILROAD COMPANY

ARTHUR M. ALBIN
General Attorney

LAW DEPARTMENT
701 COMMERCE STREET
DALLAS, TEXAS 75202

RECORDATION NO. 14011-8
AUG 22 1983 - 3 30 PM
INTERSTATE COMMERCE COMMISSION

214-651-6742

3-234A094
No. 4
Date AUG 22 1983
Fee \$ 10.00
In reply refer to: 410.043-78
August 18, 1983
100 Washington D. C.

Mrs. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
12th and Constitution Ave., N.W.
Washington, D.C. 20423

Re: First Amendment to Equipment Lease Agreement
No. 01-002-00130-01-00101 between First City Leasing
corporation and Missouri-Kansas-Texas Railroad Company
covering Lease of Various Items of Rolling Stock and
Equipment

Dear Mrs. Mergenovich:

I have enclosed an original and four (4) counterparts of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a First Amendment to Equipment Lease Agreement No. 01-002-00130-01-00101, a secondary document, dated as of the 8th day of July, 1983.

The primary document to which this is connected is an Equipment Lease Agreement recorded under Recordation No. 14011.

The names and addresses of the parties to the document are as follows:

Lessor: First City Leasing Corporation, 1111 Fannin St.,
P. O. Box 4517, Houston, TX 77210.

Lessee: Missouri-Kansas-Texas Railroad Company, 701 Commerce
Street, Dallas, TX 75202.

A description of the equipment covered by the document follows:

- 2 Fairmont W96B3 Spike Setter-Drivers, having AAR designation "MW;"
- 2 Fairmont W-114 Series C Tie Shears, having AAR designation "MW;"
- 3 Fairmont MT-19 Series A Inspection Motor Cars, having AAR designation "MWG;"
- 3 Fairmont MT-14 Series L Section Motor Cars, having AAR designation "MWG;"
- 12 Fairmont T-14 Series C Push Cars, having AAR designation "MWH;"
- 1 Jackson Model 925 Tie Remover and Insertter with attachments, stenciled RM-1122, having AAR designation "MW;"
- 6 Safetran Model 5000 Portable Track Cars, having AAR designation "MWH;"

MISSOURI-KANSAS-TEXAS RAILROAD COMPANY
LAW DEPARTMENT

Mrs. Agatha Mergenovich

- 2 -

August 18, 1983

- 1 Fairmont Derrick Car, W64 Series A, with 13-ft. boom, having AAR designation "MWH;"
- 2 Evans Model 2170 Tie Handler with diesel engine and straight boom, having AAR designation "MW;"
- 1 Fairmont Hydraulic Rail Lifter, W86 Series F, having AAR designation "MW;"
- 1 Fairmont A4 Series D 8-man steel frame Extra Gang Car w/FORD 48 hp 4-cyl., 4-cycle engine, having AAR designation "MWG;"
- 1 Nordberg OMSI one-man Scarifier-Insertter, having AAR designation "MW;"
- 1 Fairmont Dual Spike Puller, W113 Series B, having AAR designation "MW;"
- 1 Model GO-4 Tamper Trac Gopher with 4-71 GM diesel engine, having AAR designation "MW;"

and miscellaneous off-track equipment.

A fee of \$10.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the undersigned, or the bearer of this letter if hand delivered, for distribution to the parties.

A short summary of the document to appear in the Index follows:

First Amendment to Equipment Lease Agreement dated May 3, 1983, between First City Leasing Corporation, Lessor, and Missouri-Kansas-Texas Railroad Company, Lessee, covering various rolling stock and other equipment described as follows:

- 2 Fairmont W96B3 Spike Setter-Drivers, having AAR designation "MW;"
- 2 Fairmont W-114 Series C Tie Shears, having AAR designation "MW;"
- 3 Fairmont MT-19 Series A Inspection Motor Cars, having AAR designation "MWG;"
- 3 Fairmont MT-14 Series L Section Motor Cars, having AAR designation "MWG;"
- 12 Fairmont T-14 Series C Push Cars, having AAR designation "MWH;"
- 1 Jackson Model 925 Tie Remover and Insertter with attachments, stenciled RM-1122, having AAR designation "MW;"
- 6 Safetran Model 5000 Portable Track Cars, having AAR designation "MWH;"
- 1 Fairmont Derrick Car, W64 Series A, with 13-ft. boom, having AAR designation "MWH;"
- 2 Evans Model 2170 Tie Handler with diesel engine and straight boom, having AAR designation "MW;"
- 1 Fairmont Hydraulic Rail Lifter, W86 Series F, having AAR designation "MW;"

MISSOURI-KANSAS-TEXAS RAILROAD COMPANY
LAW DEPARTMENT

Mrs. Agatha L. Mergenovich

- 3 -

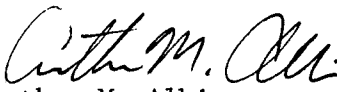
August 18, 1983

- 1 Fairmont A4 Series D 8-man steel frame Extra Gang Car w/FORD
48 hp 4-cyl., 4-cycle engine, having AAR designation "MWG;"
- 1 Nordberg OMSI one-man Scarifier-Insertter, having AAR designation "MW;"
- 1 Fairmont Dual Spike Puller, W113 Series B, having AAR designation "MW;"
- 1 Model GO-4 Tamper Trac Gopher with 4-71 GM diesel engine,
having AAR designation "MW;"

and miscellaneous off-track equipment.

I certify that I have knowledge of the foregoing.

Yours very truly,


Arthur M. Albin
General Attorney

AMA:vas
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

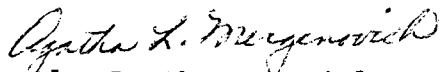
Arthur M. Albin
General Attorney
Missouri-Kansas-Texas RR Co.
Law Department
701 Commerce Street
Dallas, Texas 75202

August 22, 1983

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/22/83 at 3:30PM, and assigned re-recording number(s). 14011-A

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

RECORDATION NO. 14011-A
AUG 22 1983 - 3 30 PM
INTERSTATE COMMERCE COMMISSION

FIRST AMENDMENT TO
EQUIPMENT LEASE AGREEMENT
No. 01-002-00130-01-00101

THIS FIRST AMENDMENT entered into as of the 8th day of July, 1983, between FIRST CITY LEASING CORPORATION, a Delaware corporation (hereinafter called the "Lessor"), and MISSOURI-KANSAS-TEXAS RAILROAD COMPANY, a Delaware corporation (hereinafter called the "Lessee");

W I T N E S S E T H :

WHEREAS, on the 3rd day of May, 1983, Lessor and Lessee entered into that certain Equipment Lease Agreement No. 01-002-00130-01-00101 covering the lease of various items of Equipment described in Attachment 1 to Equipment Lease Schedule, which Schedule was and is attached to said Equipment Lease Agreement as "Exhibit A;"

WHEREAS, Lessee desires to delete from the terms and provisions of the Equipment Lease Agreement and Equipment Lease Schedule No. 1, the two (2) 100-ton, 50-cu. yd. air-operated side dump Rip Rap Cars, manufactured by Diffco Company and to add to the terms and provisions of said Schedule and Lease Agreement one (1) Model GO-4 Tamper Trac Gopher with 4-71 GM diesel engine; one (1) Model HT-36 Highway Trailer, to be used to transfer said Tamper Trac Gopher; and one (1) additional Evans Model 2170 Tie Handler with diesel engine and straight boom; and

WHEREAS, Lessor is agreeable to the aforesaid changes;

It is, therefore, mutually agreed by and between the parties hereto as follows:

1. For and in consideration of the mutual covenants and agreements contained herein and of the mutual benefits to be derived by the parties hereto, the aforesaid Equipment Lease Agreement No. 01-002-00130-01-00101 and Equipment Lease Schedule No. 1 are hereby amended by deleting Attachment 1 to Equipment Lease Schedule in its entirety and substituting in lieu thereof a new Attachment 1 to Equipment Lease Schedule in the form of "Amended Attachment 1 to Equipment Lease Schedule" attached hereto as Exhibit A, and made a part hereof for all purposes.

2. It is further understood and agreed that, except as amended and changed above, said Equipment Lease Agreement and Equipment Lease Schedule No. 1 shall remain and be in full force and effect as to all other present terms and conditions.

IN WITNESS WHEREOF, the parties hereto have executed this First Amendment the day and year first written above.

FIRST CITY LEASING CORPORATION,
Lessor

By: Bred C. McDonald
Vice President

MISSOURI-KANSAS-TEXAS RAILROAD COMPANY,
Lessee

By: Jan R. Rumbaut
Vice President

THE STATE OF TEXAS:

Before me, the undersigned a Notary Public in and for said State, on this day personally appeared Bred C. McDonald Sr., Vice President, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said FIRST CITY LEASING CORPORATION, a corporation, and that he has executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office this 27th day of July, 1983.


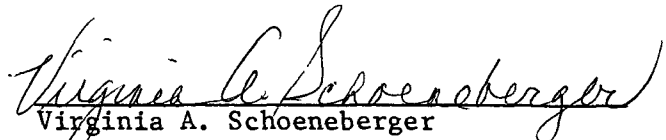
Mary Webb
(Type name)
Notary Public in and for the State
of Texas

MARY WEBB
Notary Public, State of Texas
My Commission expires My Commission Expires July 13, 1985.

THE STATE OF TEXAS:

Before me, the undersigned, a Notary Public in and for said State, on this day personally appeared Karl R. Ziebarth, Vice President, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said MISSOURI-KANSAS-TEXAS RAILROAD COMPANY, a corporation, and that he has executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office this 8th day of July, 1983.



Virginia A. Schoeneberger
Notary Public in and for the State
of Texas

My Commission expires: March 24, 1986.

AMENDED ATTACHMENT 1
to Equipment Lease Schedule

<u>Quantity</u>	<u>Description</u>
2	Fairmont W96B3 Spike Setter-Driver
2	Fairmont W-114 Series C Tie Shear
3	Fairmont MT-19 Series A Inspection Motor Car
3	Fairmont MT-14 Series L Section Motor Car
12	Fairmont T-14 Series C Push Cars
1	Jackson Model 925 Tie Remover and Inserter with attachments, stenciled RM-1122
1	Case Model 1190 Diesel Tractor, 43 PTO HP, Low Profile, equipped with ROPS Structure and Woods B106, 6-ft. mower with 7 gauge deck
1	Case Model 1190 Diesel Tractor, 43 PTO HP, Low Profile, equipped with ROPS Structure and Triumph 2500 Series Hydro-Clipper, 7-ft. sickle mower
6	Safetran Model 5000 Portable Track Cars
2	Case Model 580D Tractor Loader Back Hoe w/all Standard Equipment plus power shuttle transmission, 11L x 16 10-ply front tires, 17.5 x 24 6-ply rear tires, canopy ROPS Structure, 82" long lip loader bucket, 24" Trenching Bucket, lockup package, SMV emblem and light group
3	Ottawa Model 50 Ramp Tractors, w/specifications and equipped as per Briggs-Weaver's Quotation No. 510260, dated 2/9/83
1	Fairmont Derrick Car, W64 Series A, with 13-ft. boom
2	Evans Model 2170 Tie Handler with diesel engine and straight boom
1	Model C-50 Clark Forklift
1	Fairmont Hydraulic Rail Lifter, W86 Series F

Quantify

Description

- | | |
|---|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Fairmont A4 Series D 8-man steel frame Extra Gang Car w/FORD 48 hp 4-cyl., 4-cycle engine, generator & battery ignition, air cleaner, oil filter, 4-speed transmission, all gear & propeller shaft drive, reverse gear, 1-15/16" drive axle, and 1-15/16" differential front axle, Timken double row bearing, 16", 5/16 x 4-1/2" demountable wheels, 4-wheel metal lined self-equalized brakes and electric starter |
| 1 | Nordberg OMSI one-man Scarifier-Insertter |
| 1 | Fairmont Dual Spike Puller, W113 Series B |
| 2 | Teleweld Welding Machine Model TE400-10D1 with connectors, electrodes, connecting cables, Arc Air Model K-15 with manual arc cutting torch, air hose & connections and related accessories and Quincy HT 340 2-stage air compressor and Teleweld Rail Surface Grinder, electric motor and all accessories |
| 1 | Model GO-4 Tamper Trac Gopher with 4-71 GM diesel engine |
| 1 | Model HT-36 Highway Trailer |